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January 19, 2010

Via ECF and First-Class Mail

Honorable Jose L. Linares, U.S.D.J.
United States District Court for the District of New Jersey
Martin Luther King, Jr. Federal Courthouse
50 Walnut Street
Newark, New Jersey 07102

Re: *Bauer v. Prudential Financial, Inc., et al.*
Civil Action No. 09-1120

Dear Judge Linares:

This firm, together with Goodwin Procter LLP, represents Defendants Prudential Financial, Inc., Arthur F. Ryan, Richard J. Carbone, Peter B. Sayre, Dennis G. Sullivan, Frederic K. Becker, Gordon M. Bethune, Gaston Caperton, Gilbert F. Casellas, James G. Cullen, William H. Gray III, Jon F. Hanson, Constance J. Horner, Karl J. Krapek, and James A. Unruh (collectively "Prudential Defendants") in the above-captioned action. We write to request leave to file an over-length reply brief in further support of Prudential Defendants' motion to dismiss the Consolidated Amended Class Action Complaint.

As the Court is aware, this matter involves a consolidated class action complaint, which asserts causes of action arising under Sections 11 and 15 of the Securities Act of 1933 relating to Prudential's public offering of 9% junior subordinated notes. On September 21, 2009, Prudential Defendants moved to dismiss the Consolidated Amended Class Action Complaint on the basis

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that it fails to state a claim arising under the 1933 Securities Act. Plaintiffs responded to this motion, as well as the motion to dismiss brought by the Underwriter Defendants, on December 8, 2009. Prudential Defendants' reply brief is currently due on January 26, 2010. (*See* Doc. No. 69).

Local Civil Rule 7.2(b) and (d) permits Prudential Defendants to file a reply brief that consists of 15 pages where a 14-point proportional font is used. Prudential Defendants believe that they will need to file a reply brief in excess of that page limitation. Specifically, Prudential Defendants, with the Court's permission, would like to file a reply brief not to exceed 30 pages in 14-point proportional font. Counsel for Plaintiffs and the Underwriter Defendants have consented to this request.

This is Prudential Defendants' first request for leave to file an overlength brief in this matter.

Accordingly, it is respectfully requested that the Court grant Prudential Defendants leave to file an over-length reply brief not to exceed 30 pages in 14-point proportional font in order to adequately address the complex issues raised in its motion to dismiss.

As always, we appreciate Your Honor's attention to this matter.

Respectfully submitted,

s/Liza M. Walsh

Liza M. Walsh

cc: Honorable Claire C. Cecchi, U.S.M.J. (via ECF and first-class mail)
All Counsel of Record (via ECF)